

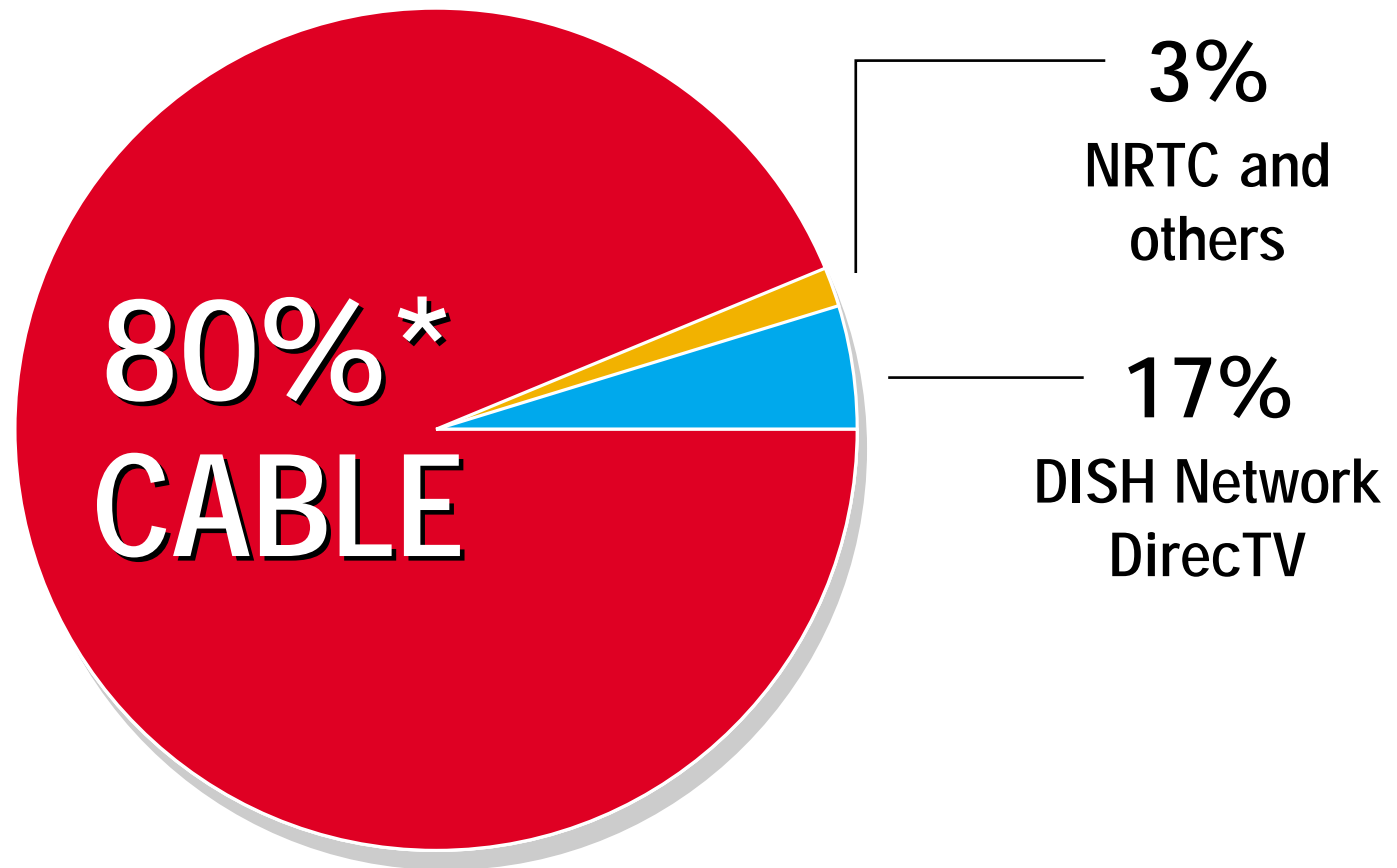
ECHOSTAR 

HUGHES™

MERGER

EchoStar/Hughes Merger

Only Small Percentage of Multi-Channel Video Programming Distribution (MVPD) Market

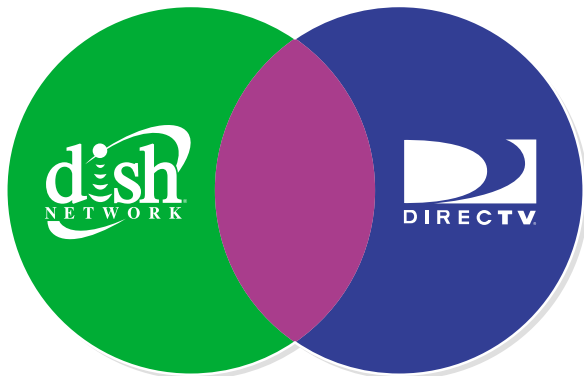


EchoStar/Hughes merger is very small compared to dominant/entrenched cable companies but still provides the first true and meaningful competition to cable.

**Source: Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming January 2001
Federal Communications Commission*

EchoStar/Hughes Merger

Provides First True Competition to Cable



CONSOLIDATION OF
SUBSCRIBERS

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Level playing
field with cable
for programming
negotiations

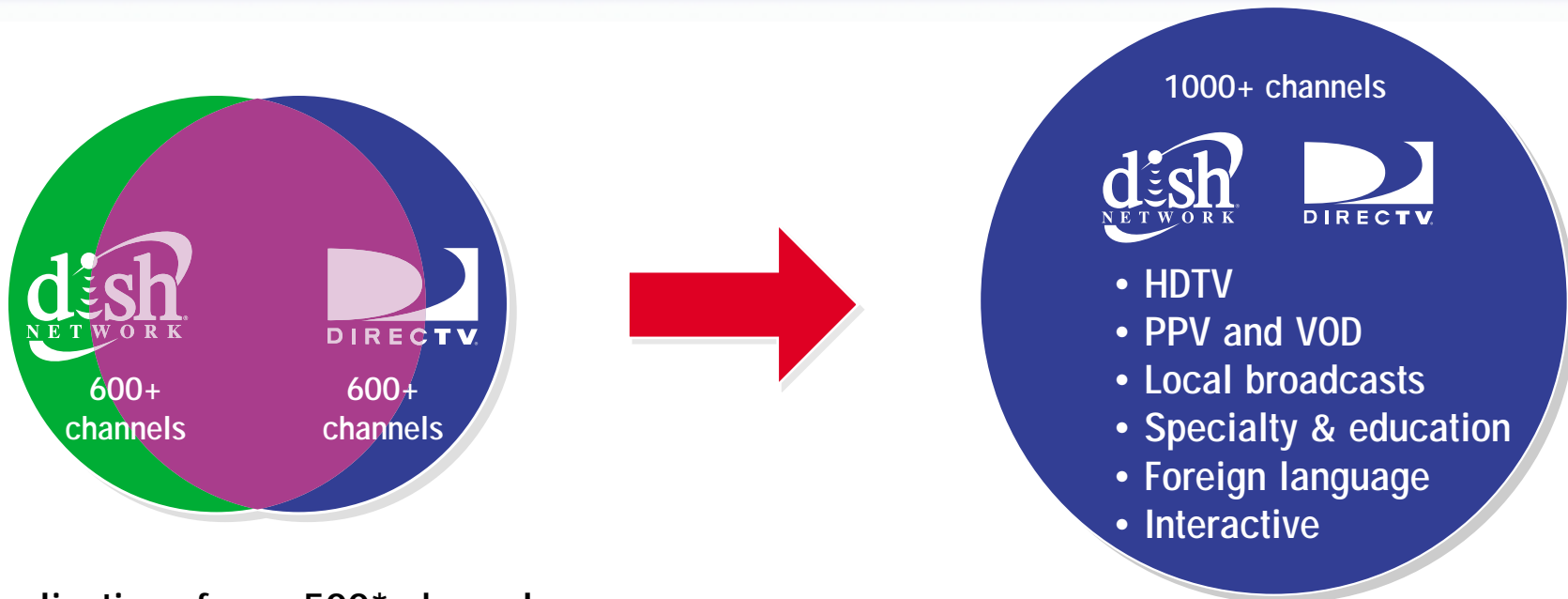
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More
competitive
nationwide
pricing for
American
consumers

Creation of new
independent
programming
businesses

EchoStar/Hughes Merger

Results in Efficient Use of Scarce Spectrum



Duplication of over 500* channels

Eliminates redundant use of spectrum

Spectrum Savings = Consumer Benefits

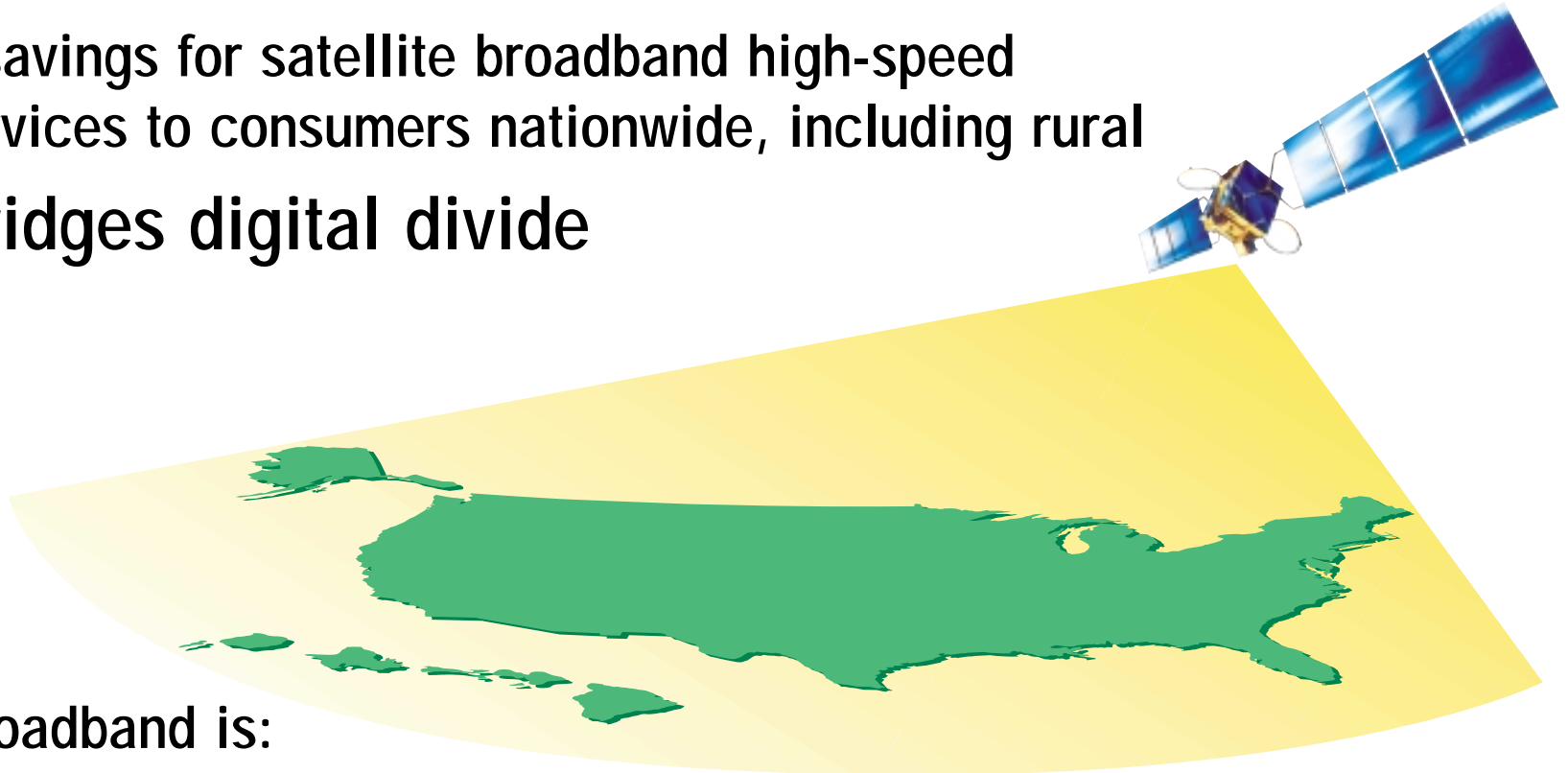
- Spectrum efficiencies translate to lower programming prices nationwide
- Expanded High-Definition Television to over 12 channels nationwide
- More local markets – 85% of U.S. homes in 100+ cities
- More Pay-Per-View (PPV) & Video-On-Demand (VOD) now feasible via satellite
- More specialty & educational programming
- More foreign-language programming
- Next generation interactive services for all Americans nationwide

EchoStar/Hughes Merger

Results in Consumer Benefits for American Public

50% cost savings for satellite broadband high-speed internet services to consumers nationwide, including rural

- Bridges digital divide

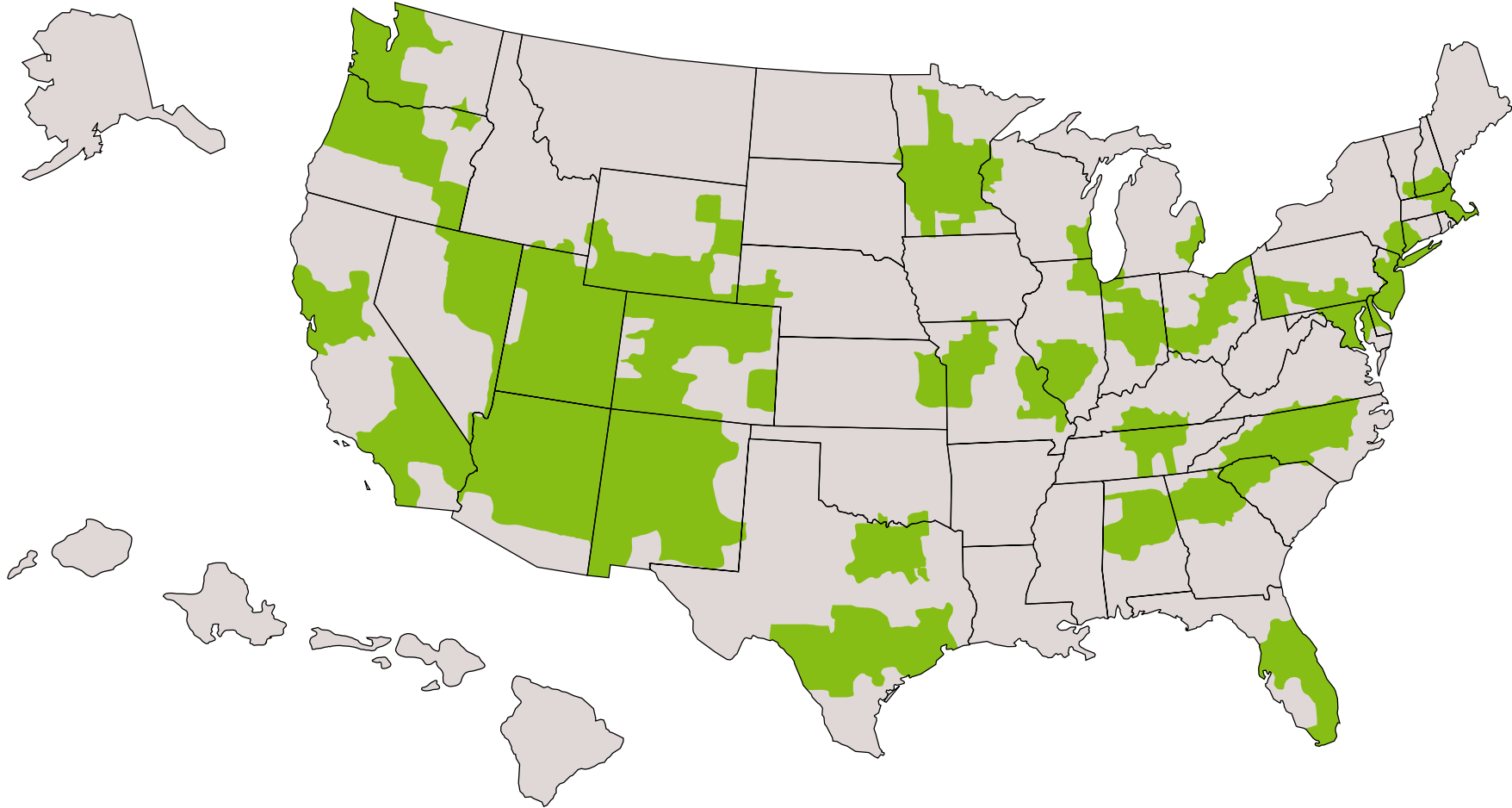


Satellite broadband is:

- Deployable everywhere
- Cost effective everywhere
- Same quality everywhere
- "Always-on" service everywhere

EchoStar/Hughes Merger

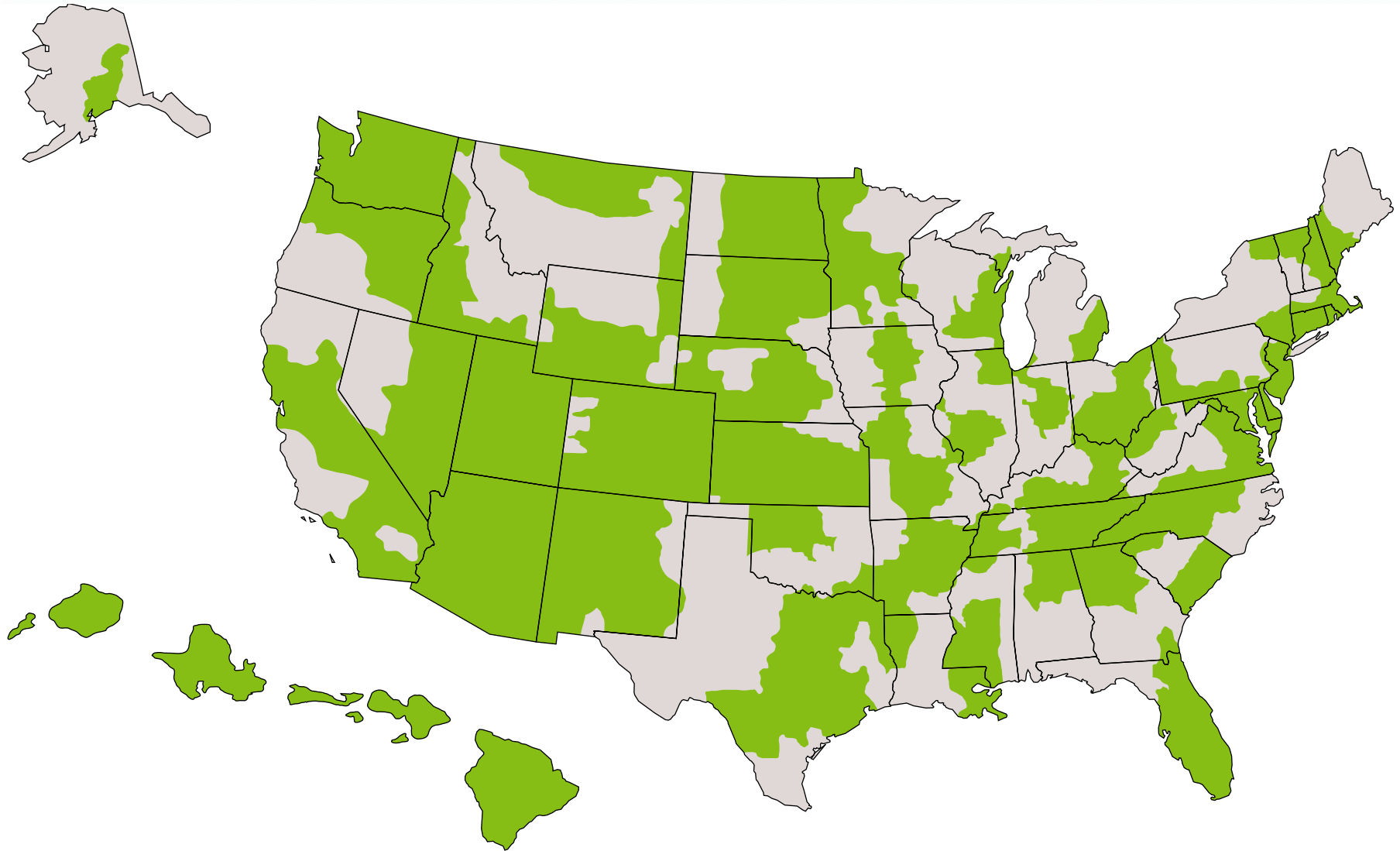
Current Local Markets



- EchoStar and Hughes currently serve only 42 local markets
- 35 local markets currently served by both EchoStar and Hughes
- Eliminating duplication = more local markets served

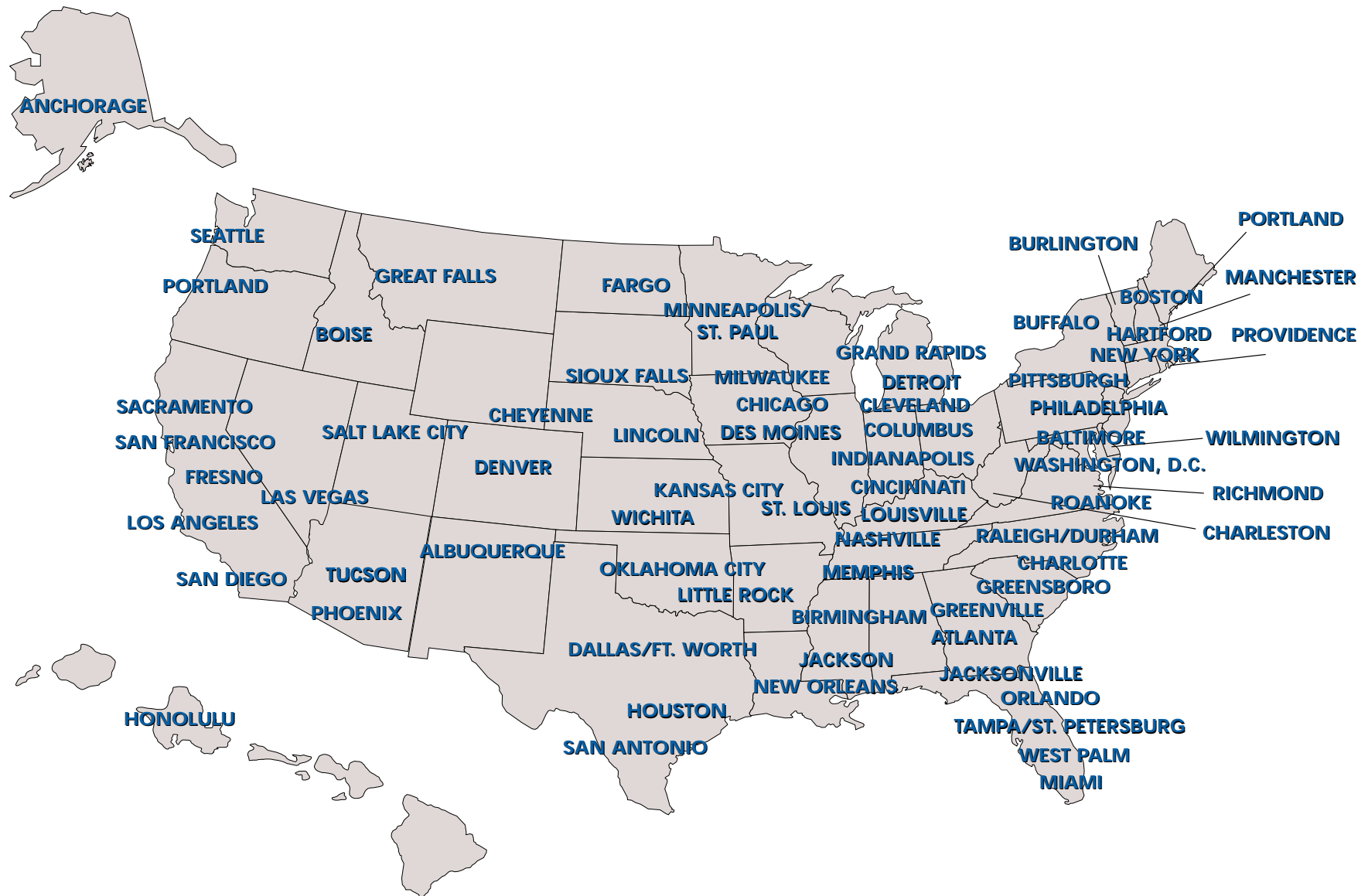
EchoStar/Hughes Merger

Will Serve 100+ Markets and 85% of U.S. Households With Local Channels



Potential to have 100+ local markets in all 50 states – no duplication of spectrum use.

Potential to Serve Over 100+ Markets & at Least One City in All 50 States



In connection with the proposed transactions, General Motors, Hughes and EchoStar intend to file relevant materials with the Securities and Exchange Commission, including one or more Registration Statement(s) on Form S-4 that contain a prospectus and proxy/consent solicitation statement. Because those documents will contain important information, holders of GM \$1-2/3 and GM Class H common stock are urged to read them, if and when they become available. When filed with the SEC, they will be available for free at the SEC's website, www.sec.gov, and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from General Motors. Such documents are not currently available.

General Motors and its directors and executive officers, Hughes and certain of its officers, and EchoStar and certain of its executive officers may be deemed to be participants in GM's solicitation of proxies or consents from the holders of GM \$1-2/3 common stock and GM Class H common stock in connection with the proposed transactions. Information regarding the participants and their interests in the solicitation was filed pursuant to Rule 425 with the SEC by each of GM, Hughes and EchoStar on November 1, 2001. Investors may obtain additional information regarding the interests of the participants by reading the prospectus and proxy/consent solicitation statement if and when it becomes available.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Materials included in this document contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. The factors that could cause actual results of General Motors Corp. (GM), EchoStar Communications Corporation (EchoStar), Hughes Electronics Corp. (Hughes), or a combined EchoStar and Hughes to differ materially, many of which are beyond the control of EchoStar, Hughes or GM include, but are not limited to, the following: (1) the businesses of EchoStar and Hughes may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected benefits and synergies from the combination may not be realized within the expected time frame or at all; (3) revenues following the transaction may be lower than expected; (4) operating costs, customer loss and business disruption including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; (5) generating the incremental growth in the subscriber base of the combined company may be more costly or difficult than expected; (6) the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; (7) the effects of legislative and regulatory changes; (8) an inability to obtain certain retransmission consents; (9) an inability to retain necessary authorizations from the FCC; (10) an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; (11) the introduction of new technologies and competitors into the subscription television business; (12) changes in labor, programming, equipment and capital costs; (13) future acquisitions, strategic partnership and divestitures; (14) general business and economic conditions; and (15) other risks described from time to time in periodic reports filed by EchoStar, Hughes or GM with the Securities and Exchange Commission. You are urged to consider statements that include the words may, will, would, could, should, believes, estimates, projects, potential, expects, plans, anticipates, intends, continues, forecast, designed, goal, or the negative of those words or other comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.